1307669

FORM D

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

OCT 2 9 2004

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL						
OMB Number: 3235-0076						
Expires: May 31, 2005						
Estimated average burden						
hours per response						

SEC USE ONLY									
Prefix Serial									
DATE F	RECEIVED								

	•	<del></del>	
Name of Offering ( check if this is an amendment and name has changed, and indicat	te change.)		<u></u>
Class A, B and C Units			
Filing Under (Check box(es) that apply):	Rule 506	Section 4(6)	ULOE
Type of Filing: New Filing			
A. BASIC IDENTIFICATIO	N DATA		
Enter the information requested about the issuer			F
Name of Issuer ( check if this is an amendment and name has changed, and indicate	e change.)		
DHC Holdings, LLC			
Address of Executive Offices (Number and Street, City, State, Zip Code)		ne Number (Including	Area Code)
C/o 272 East Deerpath Road, Suite 300 Lake Forest, IL 60045	(84)	7) 735-2000	
Address of Principal Business Operations (Number and Street, City, State, Zip Code)	) Telephor	ne Number (Including	Area Code)
(if different from Executive Offices)	)		
Brief Description of Business			
Holding company (investment in securities of its subsidiaries).		1991 1991 1991 1991 1991	
Type of Business Organization		04047	<b>'</b> 873
corporation   limited partnership, already formed	⊠ othe	r (please specify):	
business trust limited partnership, to be formed		ited Liability Compan	v
Month	Year	7 7 F	
Actual or Estimated Date of Incorporation or Organization: 0 9 0		ıal 🔲 Estimated	pon
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abl	23 / 1010	a	i i i i i i i i i i i i i i i i i i i
CN for Canada: FN for other foreign ju		DE	110
GENERAL INSTRUCTIONS			
THE REAL INSTRUCTIONS			Truck
Federal:	1 5 10 5	0	
Who Must File: All issuers making an offering of securities in reliance on an exemption 15 U.S.C. 77d(6).	n under Regulation D	or Section 4(6), 17 CF	R 230.501 et sequalfy
When to File: A notice must be filed no later than 15 days after the first sale of securities and Exchange Commission (SEC) on the earlier of the date it is received by the securities and Exchange Commission (SEC) on the earlier of the date it is received by the securities and Exchange Commission (SEC) on the earlier of the date it is received by the securities and Exchange Commission (SEC) on the earlier of the date it is received by the securities and Exchange Commission (SEC) on the earlier of the date it is received by the securities are securities and Exchange Commission (SEC) on the earlier of the date it is received by the securities are securities and Exchange Commission (SEC) on the earlier of the date it is received by the securities are securities.	•		
after the date on which it is due, on the date it was mailed by United States registered of			cived at that address
Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Was			
	•		
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of whice must be photocopies of the manually signed copy or bear typed or printed signatures.	ch must be manually s	igned. Any copies no	t manually signed
Information Required: A new filing must contain all information requested. Amendme	• •		- ·
changes thereto, the information requested in Part C, and any material changes from the Appendix need not be filed with the SEC.	a information previous	ly supplied in Parts A	and B. Part E and the
Filing Fee: There is no federal filing fee.			
State:	· au or a		
This notice shall be used to indicate reliance on the Uniform Limited Offering Exempti ULOE and that have adopted this form. Issuers relying on ULOE must file a separate r			•
are to be, or have been made. If a state requires the payment of a fee as a precondition			
accompany this form. This notice shall be filed in the appropriate states in accordance			
this notice and must be completed.			•

- ATTENTION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

SEC 1972 (6-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

1 of 9



		A. BASIC IDENTIF	ICATION DATA		
•	suer, if the issuer has	s been organized within the	past five years; e vote or disposition of, 10%	or more of a class	of equity securities of the
<ul> <li>Each executive officer :</li> <li>Each general and mana</li> </ul>	•	•	e general and managing part	ners of partnership	issuers; and
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, if	individual)	1100			
Goense Bounds & Pa	artners A, L.P.				
Business or Residence Addres	s (Number and Stree	et, City, State, Zip Code)			
272 East Deerpath R	load, Suite 300 I	Lake Forest, IL 60045			
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Bounds, Mark					
Business or Residence Addres	s (Number and Stree	et, City, State, Zip Code)			
272 East Deerpath R	Load, Suite 300 I	Lake Forest, IL 60045			
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Bloom, Erik					
Business or Residence Addres	ss (Number and Stre	et, City, State, Zip Code)			
272 East Deerpath R	Road, Suite 300 I	Lake Forest, IL 60045			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)	4			
USAM Blocker Cor	p				
Business or Residence Addres	ss (Number and Stre	et, City, State, Zip Code)			
272 East Deerpath R	Road, Suite 300 l	Lake Forest, IL 60045			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first, if	f individual)				
Brewer, James					<u> </u>
Business or Residence Addres	ss (Number and Stre	et, City, State, Zip Code)			
1522 Ridgeland Cou	ırt, Lilburn, GA	30047			
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last name first, it	f individual)				
Parton, David					
Business or Residence Addre	ss (Number and Stre	eet, City, State, Zip Code)			
1432 Firwood Drive	e, Marco Island,	FL 34145			
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner		☑ Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Harris, Hugh					
Business or Residence Addre	ess (Number and Stre	eet, City, State, Zip Code)			,
P () Box 685 Ring		•			

				В.	INFORMA	TION ABO	UT OFFE	RING				
1. Has t	the issuer s	old, or doe	s the issuer	intend to s	sell, to non-	-accredited	investors i	n this offer	ing?		Yes	No ⊠
		-	A	nswer also	in Append	ix, Columi	a 2, if filing	under UL	OE.			
2. Wha	2. What is the minimum investment that will be accepted from any individual?											
											Yes	No
3. Does the offering permit joint ownership of a single unit?												
comi offer and/	mission or ing. If a peor with a st	similar remerson to be ate or state	nuneration listed is an s, list the n	for solicitat associated ame of the	who has be tion of pure person or broker or co ou may set	chasers in o agent of a lealer. If m	connection broker or d nore than fir	with sales of ealer regist ve (5) perso	of securitie tered with t ons to be li	the SEC sted are		
Full Na	me (Last na	ame first, if	findividua	)								
Busines	s or Reside	ence Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Coo	le)	<del>1.,</del>				
Name o	f Associate	d Broker o	r Dealer	,								<u>-</u>
					ends to Soli						[] Al	l States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	(HI)	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	{WA}	(WV)	[WI]	[WY]	[PR]
Full Na	rne (Last n	ame first, i	f individua	I)								
Busines	ss or Reside	ence Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Coo	de)					
Name o	of Associate	ed Broker o	or Dealer									
States i	n Which Pe	erson Liste	d Has Solid	cited or Intellual States)	ends to Sol	icit Purcha	sers				П А	I States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	— (H1)	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Na	irne (Last n	ame first, i	f individua	1)					<del></del>			
Busines	ss or Resid	ence Addre	ess (Numbe	er and Stree	et, City, Sta	ite, Zip Co	de)					
Name o	of Associate	ed Broker	or Dealer									
					ends to Sol						Π Δ	Il States
[AL]				[CA]	[CO]		[DE]			[GA]	(HI)	
[IL]	[AK] [IN]	[AZ] [IA]	[AR] [KS]	[KY]	[LA]	[CT] [ME]	[MD]	[DC] [MA]	[FL] [MI]	[MN]	[MS]	(ID] [MO]
[MT]	[NE]	[NV]	(NH)	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

#### C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS 1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \( \square\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged Aggregate Amount Already Type of Security Offering Price Sold Debt ..... Equity (Common)..... \$10,582 \$10,582 Equity (Preferred) \$20,474,848 \$20,474,848 Convertible Securities (including warrants).... Partnership Interests..... Other (Specify ) ..... \$20,485,430 Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Number Dollar Amount Investors of Purchases \$20,485,430 Accredited Investors Non-accredited Investors ..... Total (for filings under Rule 504 only) S0 Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of Dollar Amount Type of Offering Security Sold Rule 505 ..... Regulation A..... Rule 504 ..... Total ..... 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

	C. OFFERING I	PRICE, NUMBER OF INVESTO	RS, EXPENSES AN	ND USE OF	PROCEEDS	
a	Enter the difference between the ag nd total expenses furnished in resp gross proceeds to the issuer."	ponse to Part C – Question 4.a.	This difference is t	he "adjuste	ed	\$20,485,430
e	ndicate below the amount of the acach of the purposes shown. If the heck the box to the left of the estimates proceeds to the issuer set forther.	amount for any purpose is not k mate. The total of the payments	nown, furnish an e listed must equal t	estimate and	d	
					Payments to Officers, Directors & Affiliates	Payments To Others
	Salaries and fees				\$0	□ <u>\$0</u>
	Purchase of real estate				\$0	□ \$0
	Purchase, rental or leasing and	installation of machinery and e	quipment		<u>\$0</u> .	□ \$ <sub>0</sub>
	Construction or leasing of plan	t buildings and facilities			\$ <sub>0</sub> .	□ <u>\$</u> 0
	offering that may be used in ex	s (including the value of securitions) securitions (including for the assets or securitions).	es of another issue	er	\$3,584,848	□ <u>\$0</u>
	Repayment of indebtedness				\$0	□ <u>\$0</u>
	Working capital				\$0	□ <u>\$0</u>
	Other (specify): Capital con	ntribution to the issuer	's wholly owne	.d	\$16,900,582	□ <u>\$0</u>
	subsidiary, GutterGuare	d, LLC		<del></del>		
					\$0	□ <u></u> \$0
	Column Totals		·····		\$20,485,430	□ <u>\$</u> 0
	Total Payments Listed (column	n totals added)			<u>\$20</u>	0,485,430
		D. FEDERAL SI	GNATURE			
volle	ssuer has duly caused this notice to ving signature constitutes an unde st of its staff, the information furn	rtaking by the issue 🎝 furnish t	o the U.S. Securiti	ies and Exc	hange Commission	on, upon written
Ssuei	r (Print or Type)	Signatur			Date	1.
HC	Holdings, LLC	ETU I	V		October <u>22</u> , 200	4
lame	e of Signer (Print or Type)	Title of Signer (Printer	Type)			
lugh	. Harris	Chief Executive Officer	and President			
	e of Signer (Print or Type)  Harris	Title of Signer (Printer Chief Executive Officer	.70			

# ATTENTION-

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE	
· · ·	52 presently subject to any of the disqualification provision	
	See Appendix, Column 5, for state response.	
2. The undersigned issuer hereby undertaken Form D (17 CFR 239.500) at such times	es to furnish to any state administrator of any state in whic s as required by state law.	h this notice is filed, a notice on
3. The undersigned issuer hereby undertal issuer to offerees.	kes to furnish to the state administrators, upon written rec	quest, information furnished by the
Limited Offering Exemption (ULOE) o	ne issuer is familiar with the conditions that must be satisfi f the state in which this notice is filed and understands that blishing that these conditions have been satisfied.	
The issuer has read this notification and kundersigned duly authorized person.	nows the contents to be true and has duly caused this noti	ce to be signed on its behalf by the
Issuer (Print or Type)	Signature A	Date
DHC Holdings, LLC		October <u>22</u> , 2004
Name (Print or Type)	Title (Print or The)	
Hugh Harris	Chief Executive Officer and President	

# Instruction;

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

## APPENDIX

1	2		3			4		5	
	Intend to non-ac investors (Part B-	to sell ccredited s in State	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disquali under Sta (if yes, explana waiver g (Part E-	fication te ULOE attach ation of granted)
				Number of Accredited		Number of Non-Accredited	•		-
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No
AL			7.						
AK									
AZ			·			·			
AR									
CA									
CO			,						
СТ									
DE									
DC									
FL		Ø	1,791.549 Class A Units with an aggregate offering price of \$1,791,549; 875 Class B Units with an aggregate offering price of \$875		\$1,792,424		\$0		
GA		×	2,191.354 Class A Units with an aggregate offering price of \$2,191,354; 1,070 Class B Units with an aggregate offering price of \$1,070; 582 Class C units with an aggregate offering price of \$582	2	\$2,193,006	0	\$0		
HI									
ID									
Щ		Ø	16,491.945 Class A Units with an aggregate offering price of \$16,491,945; 8,055 Class B Units with an aggregate offering price of \$8,055.	2	\$16,500,000	0	\$0		
IN									
IA									
KS									

## APPENDIX

1	to non-ac	to sell ccredited in State	Type of security and aggregate offering price offered in state	Type of investor and amount purchased in State			Disquali under Sta (if yes, explana waiver g	fication te ULOE attach ation of granted)	
	(Part B-	Item 1)	(Part C-Item 1)	Number of	(Part	C-Item 2) Number of		(Part E-	Item 1)
State	Yes	No		Accredited Investors	Amount	Non-Accredited Investors	Amount	Yes	No
KY				2411001010	Timodit	myostors	Timount		
LA			<del></del>			10000			
ME			·						
MD									
MA			····		,				
MI									
MN									
MS									
МО									
MT									
NE									
NV									
NH					·				
NJ									
NM									
NY									
NC									
ND									
ОН									
ОК					,				
OR									
PΑ			·						
RI				·					
SC									
SD									
TN						:			
TX									
UT									

- 4	P	ΡI	Ē١	JΠ	м	Y

	Intend to non-ac	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)			Type of investor and amount purchased in State (Part C-Item 2)		Distunction  Type of investor and ex amount purchased in State wa  (Part C-Item 2) (P		ification the ULOE attach attion of granted)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No		
VT											
VA											
WA											
wv		<b>D</b> .									
WI											
WY											
PR											